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BLACK ROOTY

30+ MILF PRESENTS
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CUTE AS A BUNNY

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SHAVING
GRACE
TO HAIRLESS

FUN-FILLED BUTTS
WORK IT IN THE FRONT
PARTY IN THE BACK

WE DARE
YOU TO
TAP
THIS
ASS



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BLACK BOOTY

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Foxy
Roxy

*"My best
friend is
my butt."*
Say what?

Roxy Reynolds
knows how to
shake it.
She's a top
performer
in today's
video scene –
and quite
popular
among her
friends, too.





“This is what I was meant to do.” she says with her captivating smile.

“I have the kind of booty that has to be shared with the world. I know that guys love a bit of bottom and I want to deliver it.”

“My ass is your playground, so jump on and take it for a long ride.”









**“It’s not often
you can get this
close to prime
booty boys, so
take a nice long
look and enjoy.
See me in your
wet dreams!”**

*I'm hired for music videos, but not to dance.
My skills are reserved for the star of the show.
And I'm very good at what I'm hired to do.*

The spacious black limousine door opens and a stunningly attractive woman is about to enter. She is 5 foot 8 with a pink and red faux-fur jacket and long black hair that probably has been enhanced. Her long legs enter first and then she drops her nice butt onto the back seat of the limo. Dressed in a very short miniskirt and 5-inch pumps, she is the third such girl to be picked up this morning. But this one, Ebonie, is a little different than the ones she'll meet on the set of the music video that they are driving to for a new soon-to-be-a hit song by famous rapper Earle Gray, or Mumbles MC, as he's more famously known.

All the girls know that they must show their bodies for the camera, They know

to accommodate the three of the, three makeup artists and three hair stylists. The wardrobe girl has set up the clothing, what there is of it, in the adjacent bedroom.

The girls settle in and a couple hours later they get their call, "On set, girls." The wardrobe girl makes some last minute adjustments to the tiny swimsuit on Ebonie and they are on their way. As she walks to the set, it seems like the entire crew stops their work to look. My, she is fine. With the five-inch heels, she towers over the rest of the girls and most of the crew. Ebonie is quickly introduced to Mumbles MC and a few of his posse and the director gives her mark. They'll be shooting out of sequence, so the first shot is a lead-

Confessions of a HIP HOP HO

the sexier they move the better the chances of being highlighted in the video. But that's not why Ebonie is riding in the limo,. No she bypasses all that and goes directly for the star. She's the starfucker. She's the one that shakes her booty in private. But this time, it's just a little different; Mumbles MC wants her in the video.

The limo arrives to the set; it's a multi-million dollar mansion outside Hotlanta. It's the type you see on MTV's Crips, behind huge wrought iron gates, full of white marble, twelve hot cars in the garage, sixteen bathrooms. The girls pull up amid the activity outside the mansion. The crew is unloading the trucks and setting up for the first shot of the day. The makeup artists and stylist are already there and set up. The three girls are escorted up to one of the bathrooms that's acting like a make-up room. It's easily big enough

in shot of the three girls walking out of a door to the pool area. Ebonie in the lead. They come out and the camera tracks at a low angle to accentuate Ebonie's height and the deep perspective of the other two girls and the mansion in the background. After a couple takes, the director says he's got it and they begin to set up for the second shot.

As Ebonie is prepped and attended to, the director explains the shot. She will dive into the pool at the far end and come up out of the water, wet and into Mumbles MC's bed at the other end of the pool. The two other girls are already in it and will frame Ebonie as she walks up the pool steps, rises into frame and crawls onto the bed between them, anticipating that Mumbles MC will soon join them. And cut! Ebonie, of course, does not dive into the pool. A stunt double has been hired who is a professional diver. That

shot will be done tomorrow and edited in. And Ebonie does not swim across the pool getting all wet. No, her hair is carefully sprayed to look wet, but still sexy, with just the right amount of curls adorning her face. Her chest is sprayed so the skimpy suits clings provocatively to her body, showcasing her breasts that will fill the frame as she rises into and out of it.

The director shouts for action. Ebonie rises up into frame and the two girls in the bed purr as she climbs into it. Mumbles MC comes into frame; his dark tattooed back fills the frame. The camera pulls back and we see the four of them in bed. Three girls in bikinis and Mumbles MC in jeans with striped underwear puffing out above the jeans. They gyrate provocatively and Ebonie begins to undo his belt. And cut!



The director calls for a few more takes, skillfully changing the details and the camera angles until he thinks he's got it covered. The assistant director calls for lunch (it's 3pm) and the set takes a break. The girls head for the bedroom upstairs. The two girls are finished for the day, so they are dismissed, and after gathering up their stuff, escorted back to the limo and driven home. Ebonie remains. She is out of her swimsuit and now just wears a robe, awaiting her next scene with Mumbles MC that will be in the early evening. The shot

calls for the close-ups of them “making love” on the bed by the pool as the sun sets behind them, silhouetting their entwined bodies.

While the crew is lunching, Ebonie sits in the makeup chair reading a magazine. Mumbles MC walks in. She sees him in the mirror and turns around with a smile. She knows why he’s there. She hears him close the bathroom door and lock it. He mumbles something as he approaches her. She briefly gets up and pushes the tall director’s chair she is sitting on away from the counter. She gets back on it, adjusts her robe underneath her butt and casually opens her robe below the waist, and then opens her legs. She slides her hand up from between her legs, lingering on her lightly hairy pussy and opens the robe the rest of the way ex-

that all the men remember her by, and talk about her in those terms. “Hey bro, did you smell that pussy, I thought I died and went to gangsta-pussy heaven.” She pulls his baseball cap off and grabs his short dreads, pulling his face away; she looks down at him with sexy cat-eyes and pulls him up. He makes his way up her flat tummy to her breasts with nipples erect and inviting. He acknowledges each one with a flick of the tongue and a little pinch and attempts a kiss. Ebonie turns her face away at the last moment. She does not kiss. Rule number one. Mumbles MC also knows this, but you can’t blame the bro for trying.

Ebonie gently pushes him away so there is room for her to stand up and turn him around so he is now sitting on the chair. He leans back putting he

sure to do it so he can see her actions. Half of the trip for guys is to see her licking and sucking. She now moves her head to the side to lick his shaft. He looks in the mirror and sees her nipping and biting it. She lowers her tongue to his balls and licks them at the base of his shaft. Her mouth sucks one, then both of them in, filling her cheeks. She swirls her tongue around on them as Mumbles MC moans in the chair. She strokes his cock as she sucks his balls causing him to explode on his belly. She looks up, not expecting such a quick ending, but right on cue, smiles at the accomplishment. She slides up his shaft and takes in the last few drops remaining at the tip. She slides up a bit further and licks off his cum. As soon as she looks at him, there is a tap on the bathroom door. His homey’s voice comes through saying lunch is over and



posing her perfect breasts and erect chocolate nipples.

Mumbles MC doesn’t miss a beat. He crouches down in front of her and attacks her pussy with his mouth. She slows him down, pulling his head back and beckons him to be a little softer and less rushed. He mumbles that he’s only got ten minutes and goes back down on her. She pulls his head deeper into her sweet-smelling pussy. This is her secret weapon. A scent of special aroma, Eastern Burmese orchid,

feet on the chair’s foot rest and opens his bent knees so she can fit between them. She moves in and unzips his zipper. There’s no foreplay here. She reaches in and pulls it out. It’s long, dark, and ready to be sucked. But first a few deft strokes of her hands gets him really excited. She reaches into his pants again and pulls out his balls.

Now she’s ready. Bending down, her mouth wraps around his dick’s head and she begins to work it with her tongue. Always the performer, she is

he’s needed on set. He stands and adjusts himself. She reaches for a wipe and wipes his stomach clean of any cum-residue. She then grabs another one and wipes her mouth.

Mumbles MC leaves the bathroom and a few seconds later, her make-up artist returns. She notices the lipstick has been smeared and some white stuff on the edge of Ebonie’s mouth and asks if she has finished with her lunch. Ebonie smiles and looks at her and answers, “Yes, yes I have.”



Jada Fire

A photograph of two nude women with long, wavy brown hair standing in a garden. The woman on the left is facing forward, smiling, and has a circular tattoo on her upper chest and a small tattoo on her navel. She is wearing a green and yellow striped wristband on her right wrist. The woman on the right is seen from the back, looking over her shoulder, and is wearing a similar striped wristband on her left wrist. They are standing in front of a black metal fence and lush green foliage.

**Two
hot stars
show their
stuff and get
it on!**

Angel Eyes



**Angel Eyes
has a big
passion for
girls.
"I like their
softness and
curves. The
taste of pussy
is just to my
liking."**



**Jada Fire
has a very
high sex
drive.**

**"I want to
fuck all the
time. If it has
a cock or a
pussy that's
for me."**



Together they
are sizzling.
"I like to work
with Jada.
She's a fox
and really
knows how to
please a girl.
I didn't want
this shoot to
end."





"Angel's my
kind of lover.
She's really
hot and sure
knows how
to give my
pussy a good
licking.
Yummy!"

**"I MUST
HAVE YOU!"**



This month at 40+ we're honored to have porn starlet extraordinaire Erica Lockett on our pages driving our dongs crazy! Everybody's favorite strawberry-blond has made plenty of men horny through her work as a stripper during the nineties. Could you even imagine having Erica do a lap dance for you? Could you imagine those massive, 36DD breasts in your face? Could you imagine when her face would be close to yours...and, those piercing, blue eyes would simply puncture your soul? Could you imagine how many men left that strip club broke because they didn't want Erica to ever leave their side? Well, who can blame them!

erica lockett



"What? You want to play with my nipples right now?"





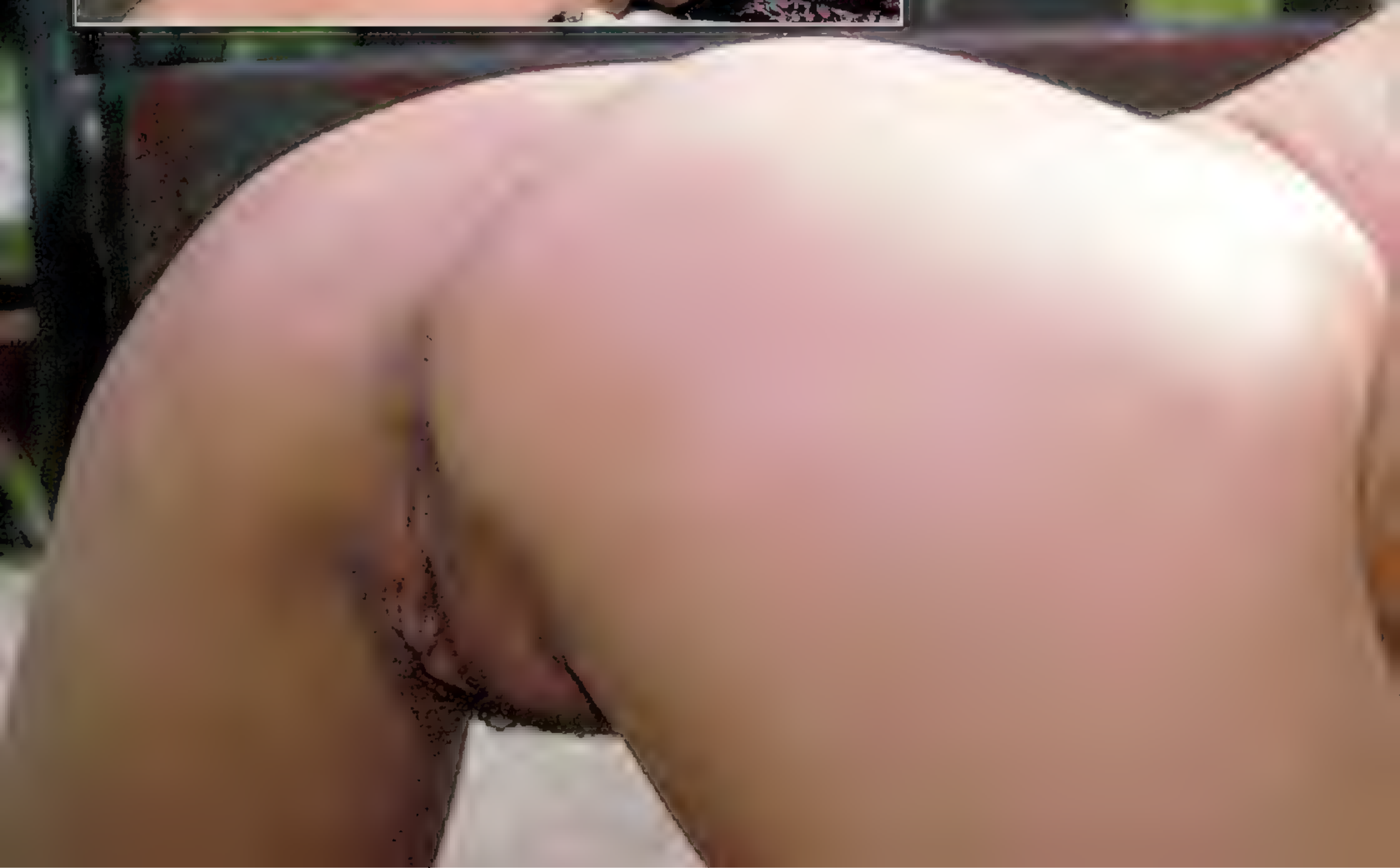




in 1997, Erica
broke into the adult
film industry, and
we've all been
banking our lucky
stars since that
day. She's at her
best when the
fucking is wild,
and she's created
us so much mar-
velous work as
Head First, Boob
Watch & Butt Sits
& This Old House
of Whores. World's
Luckiest Black
Man, Shut Up And
Do Me, and many
more. The readers
of 404 anxiously
await any further
movies from Erica.
In the meantime,
you can bet we'll
be enjoying her
pictorial here and
dreaming about
showing our heads
under Erica's
dress.



“In one of my future porn movies I hope to have some sex on the beach.”







reminiscent of an egyptian goddess!

paloma

When my friend asked me to do a photo shoot with her, I was like, "I'm not a model, I'm a mom." But she said, "You're a mom, but you're also a woman." So I decided to do it. My friend said, "You're a mom, but you're also a woman." So I decided to do it. My friend said, "You're a mom, but you're also a woman." So I decided to do it.





And, Paloma's one of those women who's just so beautiful...she can't help but drive us crazy...no matter what she does. Oh, Paloma, believe me, when we see you standing there so proudly in your pink panties and sherbet-striped top; it's all we can do to keep our erections from leaping out of our shorts! Paloma's the type of woman who gets men excited. It's as if it's her birthright.



"My favorite
panty color is
definitely
hot pink!"

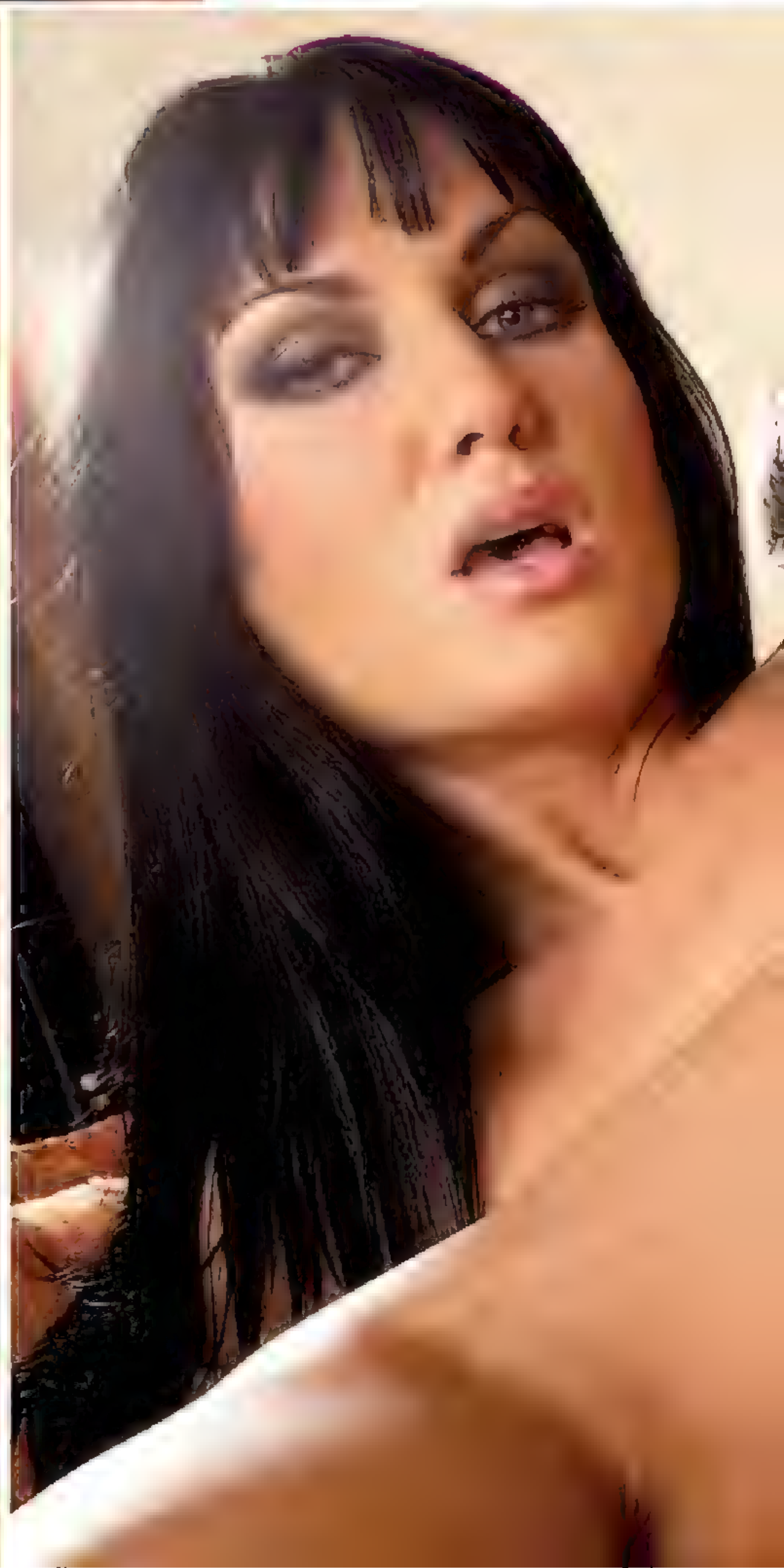






**"It gets my pussy
wet to think of the
man jacking off in
my pictures...
I admit it!"**

palc





oma





paloma





statuesque perfection!

Our model Syren has that sort of lanky, willowy body that so many women dream about. What can you say? Some Milfs get lucky, and, Syren is just that sort of Milf. She's thin, perfectly-proportioned, and has two of the most gorgeous little melons that I ever did see. When you see this exciting Syren standing there with the innocent eyes...gently tugging her panties down and exposing a sexy tattoo...well, you just feel your heart start accelerating and you want to jump right into the page and ask, "Syren, can I help? Please!"

syren







I asked Syren about her belly button piercing, and, she told me she got it to mark a point for her boyfriend to stare at. It seems the guy was shooting his wad too fast, and, Tara thought that if he didn't look at her tits or pussy, he might last longer. Well, she says he's still somewhat of an earlier finisher. But, with a girl this sexy...well, we'd all have some trouble controlling ourselves!





**“Body piercing
is a big turn
on to me.”**



**“If he
shoots his
load too
fast, that’s
okay, as long
as he can
fuck me
multiple
times!”**







*Fan fave April Sky returns with
a sizzling pictorial and secrets on
staying young at heart*

One of our readers' favorite models is the voluptuous and sensual April Sky. Due to the overwhelming response to her pictorials we're pleased to bring her to you again. With her soft curvy body, angelic face and attitude of a naughty vixen, it is easy to see why she's a perennial favorite. For this issue, we were able to get a few minutes with her to ask some rather personal questions and see if we can learn more about this wonderful creature. So sit back and let your imagination do the walking.

EDITORS: It's been a couple years since we last saw you. Can you tell us what you've been up to?

APRIL: I've been very busy. My grandchildren come over every weekend and I love to spend time with them. And I've been doing more modeling. I just love the camera and I hope that it loves me.

ED: We're sure that the camera loves you. Your smile is captivating and your body – well it is, too!

APRIL: Thank you, that's nice of you to say. I've been trying to work out, but it's tough to maintain a routine with my schedule. It seems the older I get, the less time I seem to get to pamper myself.

ED: We first ran your first pictorial a couple years ago. You don't look older. You look just fabulous!

APRIL: That's nice of you to say. I've got a young boyfriend and he keeps me young. We work out together, we cook together, we like to go dancing and, of course, he's great in the bedroom. (smiles)

ED: You may have found the fountain of youth. Can you share some of your sexy bedroom secrets?



APRIL: I'll tell you some of them, but I can't tell you all, Okay? First, we get in the mood with some romantic music and a glass of wine or two. That may sound like a cliché, but women really like that. We talk for a while and then some long, soft kisses that get us both deeper into the mood. I cannot stress how important kissing is. You have to go slow, Enjoy it. Let the feelings take over.





APRIL: Then we start foreplay. Just gentle touching and caressing. I especially like my nipples pinched. Not too hard, but a little tweak here and there and it shoots a sexy sensation down my whole body. And when he uses his tongue and teeth on them, I feel crazier sensations through me.





APRIL: By now our clothes are off and the wine glasses are empty. He likes to go down on me ever since I shaved my pussy. Now that really makes me feel younger. It feels so smooth and he likes the way I taste. He usually starts the oral, but I like to push him away so I can suck his long cock. I've sucked many cocks so I know what he likes and I do with it. I can't oppress him.









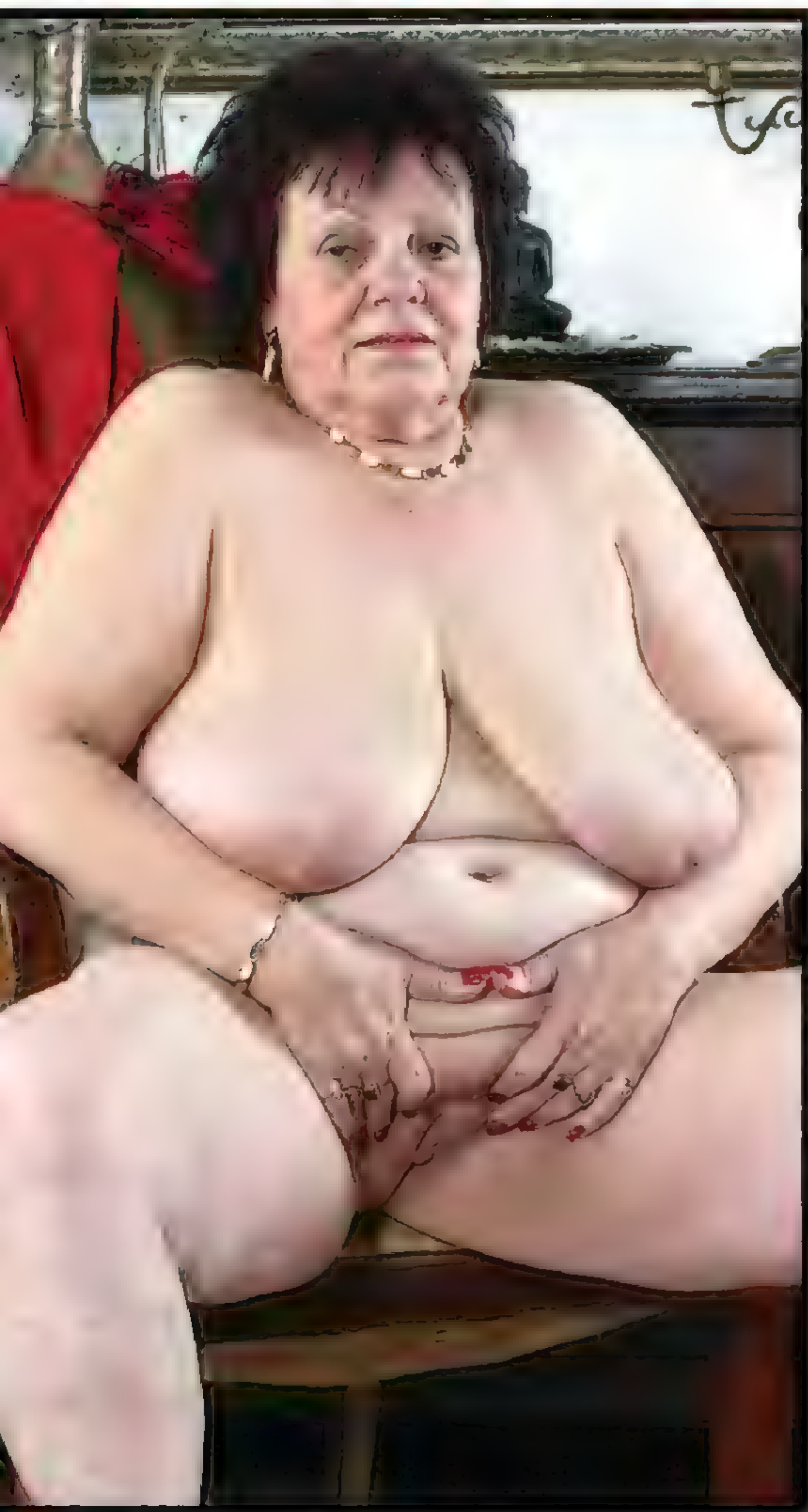
APRIL: Then the real fun starts. I like mish and he likes doggie. But any position is good as long as he is deep inside me. That is not only a hot and sexy feeling, but a warm and loving feeling. Sex is fun, but sex with love is what life is all about. We sometimes cum together and I lick his cum. Mixed with the taste of wine and his cock, it's another level of arousal and fulfillment.





April Sky

50+ YEARS TOGETHER



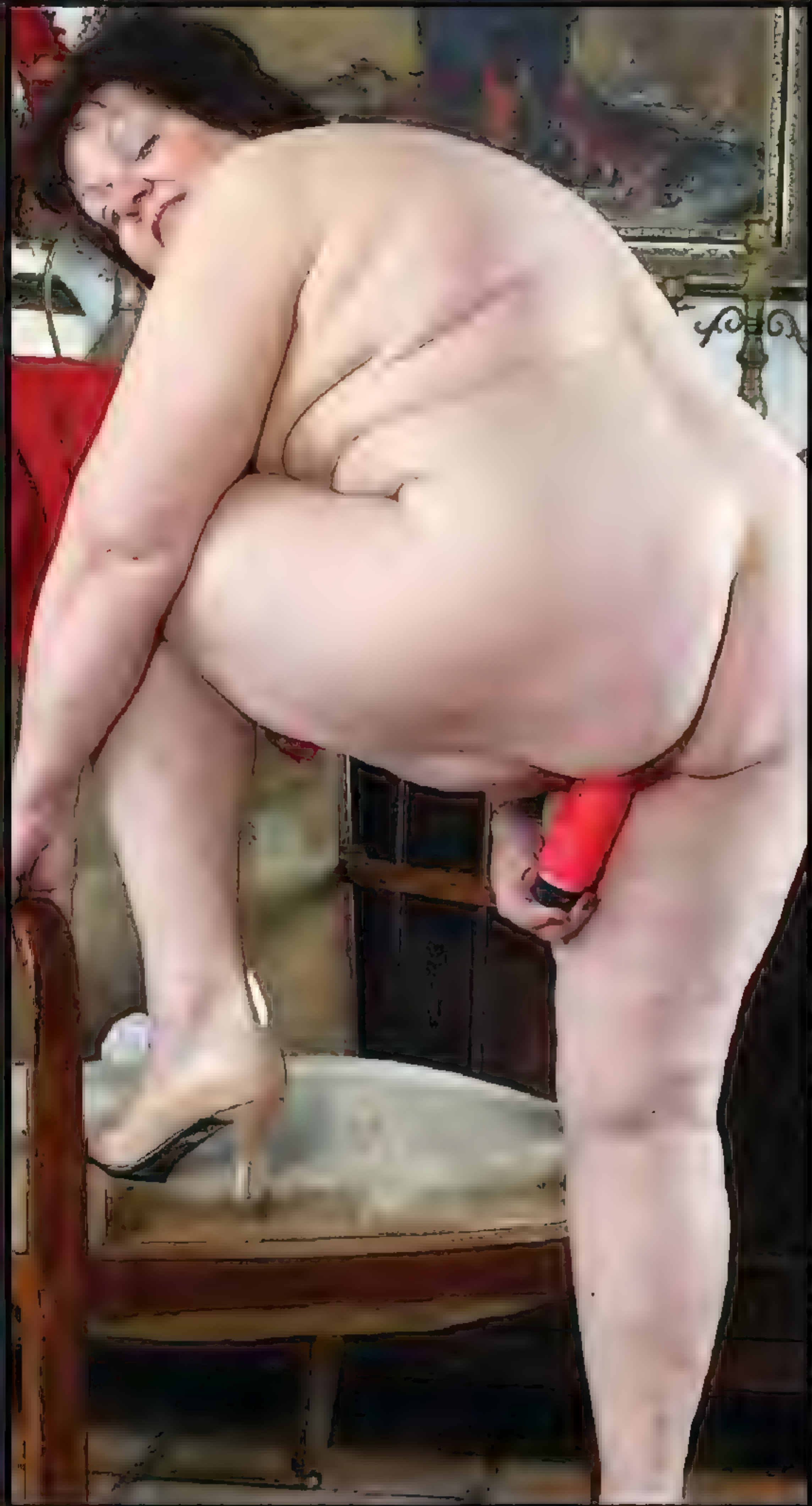
**and it's so much
hotter than ever!**

Adriana and I have been married for more than 50 years and things just keep getting sexier. She is a brown haired beauty with big breasts that sag a little from the years but she still has an ass to die for. She's still sexually curious and loves to do anything unusual, making our sex life full of surprises. For a long time our favorite activity was for Adriana to sit on my cock pretending I was another man.

She'd tell me stories about how much younger her fantasy man was than me, her husband, and so I'd respond as if were her imaginary lover, telling her how beautiful and what a hot pussy she had. Over the years these playful encounters began to effect me and I couldn't stop fantasizing about Adriana making it with another guy. I asked her many times if she would really like to have sex with another man, but she said it's just for our fantasies. One evening while I'm fucking Adriana's gorgeous ass, I began telling her about what I'd been fantasizing. I explained that Harry was this young stud at the office, and thought he'd be hung. As I told Adriana that he always seemed like he was always talking about the women he fucked, she began to moan harder. I buried my cock deep inside her cunt as I began to describe his deep brown eyes and powerful build. As I finished whispering in her ear, she pushed her ass up against my hips and cried out, "Fuck me harder, Harry!" Adriana came for what seemed like five full minutes, and it that drove me wild. Hearing my wife call out for another man's dick made me fuck her even harder. One time I fucking her so deep, she began begging for it to be Harry's cock. The next day at the office I was supposed to bring up her fantasy to Harry. It was difficult for me, but somehow I thought he would go for it. Harry had met Adriana once before and he had made a comment to me about how sexy he thought she was. I got kinda angry but did not say anything too him at that time. I've mellowed a bit since and find him actually refreshing.

While I was having a business lunch with him, I suddenly found myself asking if he thought about fucking my wife. He did not hesitate to say, "I've been wanting tell you that your wife has one of the greatest asses I've ever seen. I would love to fuck her." Strangely, I found myself really enjoying the whole process of talk-

They say wine gets better with age. Well then my wife has to be one fine wine.



We just celebrated our fifty-first year together and I had quite a surprise for her.

ing to him about fucking my wife. Over the next month my mind would wander to the two of them fucking each other's brains out. As for me, every time I fucked Adriana I knew that Harry would soon be enjoying what I was having. One Saturday Adriana asked if we could invite Harry over, so I gave him a call to set it up. I called and left him a message extending the invitation. She looked at me a little sheepishly, and then smiled seductively. I knew what she was thinking so I followed her into the bedroom and watched her look through her lingerie drawer trying to decide what to wear. Her tits swayed from side to side as she rummaged, and I couldn't believe that Harry would soon have his hands on them. I wanted to fuck her right then, but I decided it was better to save her for Harry.

Harry had returned my call accepting our invitation to dinner and some "fun" afterwards. Adriana said that she was a little anxious about his coming, and asked me if I could leave her alone with Harry for a while until she felt relaxed enough. When she felt comfortable with him, I could join in the action once it got going. I was fine with that and imagined myself walking in on Adriana offering Harry her pussy and it made me hot as hell.

Adriana was dressed and ready when Harry showed up. He came in and sat down and I offered him a drink, then told him I had to run an errand for an or so. I asked if he would just wait for a minute and said my wife was finishing dressing and she would come down. After I left, Adriana came out of the bedroom wearing a sexy button-front black dress which showed off her fine body. I drove around for about twenty minutes and pulled over to an adult bookstore. I parked and went in to look for anything that would further get me in the mood. I found a magazine and went back out to my car. I took it out of the bag and there within the first few pages was a layout of a younger man and an older lady. And it was hot. I instantly got aroused as I thumbed through the pages. I rubbed myself but held off, keeping my goodies in until I was back with Adriana and Harry.

I returned to the house and felt my legs go weak. I had never done this before and the expectation was making me nervous. The blood was rushing out of my brain and into to my cock as my mind was flooded with a variety of naughty ideas. As I walked up the driveway I really didn't know what to expect. Maybe the chemis-

try wasn't right between them, or maybe they had run off together! I couldn't wait to see just what if anything, was happening in the bedroom. When I opened the door, I was surprised to see Harry and my wife were stark naked in the living room. The dinner was sitting on the table getting cold, but the action in the living room was heating up. What I saw first was Adriana's bare butt. Her back was to me and she was squatting over Harry, who was laying on his back on our fine Oriental rug. From where I was standing I couldn't see his face, but his big cock was sticking straight up, waiting for my willing wife to lower her pussy onto it.

Adriana heard me come in and turned her head and gave me a sly little grin. She didn't seem like the shy wife I left behind an hour ago. I came in and saw Harry helping himself to her ample breasts, fondling and sucking them. Harry noticed me but did not miss a beat as he thrust his cock into my wife's pussy. From my vantage point, I got the full view and it made me even harder. I quickly unzipped my pants to release my fury and started stroking myself. as he thrust himself into her she threw her head back and moaned, reminding me out our passion. I disrobed completely and moved closer and watched them as Adriana's pussy sucked in his long tool. She bent over him more as if to offer me a better view of her ass and I sat down to watch as his pumping inside her stretched out her pussy and made her butthole open and close in an inviting pucker.

After a few minutes, I could not contain myself any longer so I got up went around to the front of them I offered my throbbing dick to Adriana's mouth and she took it hungrily. I could not believe the feeling of her mouth around my cock because I had been waiting for a month for this. I somehow knew she was going to like it – and I was too. She reached up and grabbed my balls, which seemed like they were about to burst, she slid her mouth up and down my shaft, taking the head with her lips and flicking her tongue on it. In between licks she kept crying out about how big Harry's cock was, and every time she said it I thrust my dick deeper into her mouth. Harry looking at her lick my balls and thrust himself into her pussy even harder. I grabbed her big, soft breasts and pinched the nipples making her give out soft little groans of sweet pain. Harry's hands probing her puckered butthole as he pulled her hard against him. He stuck a moist finger in to the knuckle and as she moaned and grimaced, he shot his hot load into her pussy. I couldn't hold myself back any

I grabbed her big, soft breasts and pinched the nipples making her give out moans of pain.



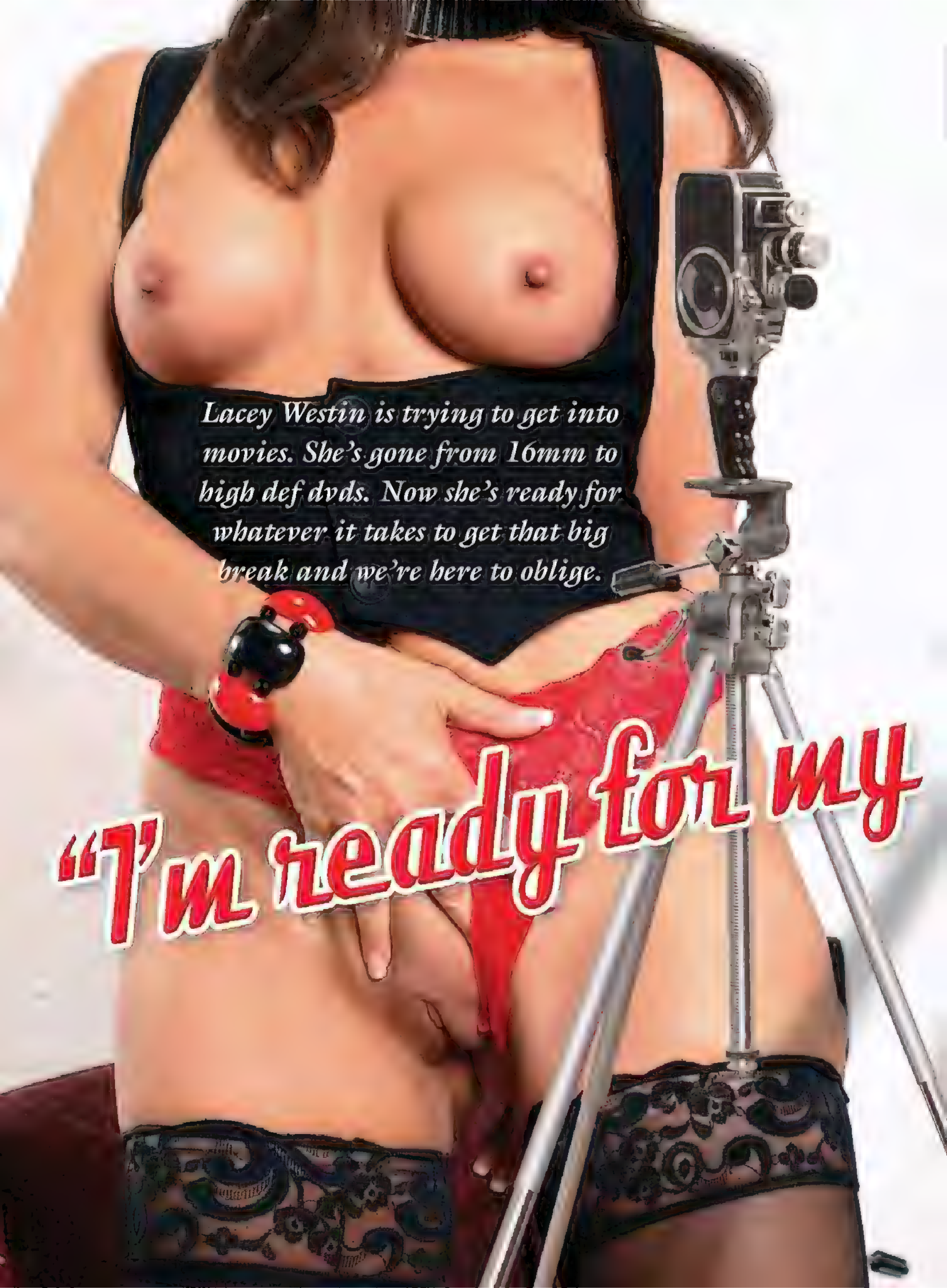
Even more cum was spurting out my dick as I watched her swallow Harry's jizz.

longer and I spurt my load into her mouth. I was suck a big load, it came dripping out of the corners of her mouth, but the trooper that she was, she licked it back in with her tongue. She then got off Harry and turned around to find his still hard cock and began to lick her own pussy juice off it. I couldn't believe my luck, but I started getting hard again as I watched her lick his shaft and balls clean of his jizz. Adriana took him in and began deep-throating him, swallowing so much of his erect dick that her chin was jutting into his big pink balls. Her mouth was stretched to it's fullest, and she was gagging trying to get it all in. Not missing a beat, she began fondling my balls with her left hand, while she did the same to Harry with her right.

Adriana was on her knees, her head bobbing up and down on his dick, both hands busy fondling four balls. She would deep-throat me in our private sessions and now to see her doing it to Harry made me even harder. He was grunting now, shoving his dick deep into her mouth, making it disappear up to his balls. She moved her hand to my cock and began stroking me in sync with her mouthing Harry's cock. Somehow she sensed both of us about to cum again and she picked up the pace. Harry arched his back and I squeezed her hand on my cock as we both came at the same time – for a second time. This was unbelievable. I cannot remember when I came twice within an hour. Even more cum was shooting out of my dick as I watched her swallow down Harry's jizz. We finally too a break. Adriana went to clean herself up, while I fixed the three of us some vodka martinis giving up on the cold dinner sitting on our table.

We sat naked in the living room enjoying our drinks and conversation and reliving the evening's excitement. After a while Harry said he had to go, but had a great time. He got dressed and I told him I would see him at the office as I closed the door behind him. I turned back to Adriana as she looked at me and asked if I had fun. What a silly question, but I could not tell her that the climax of it all for me was watching Harry fuck my wife. While we have not made it with Harry again, there is another young stud at the office I just might invite home one day. I mentioned that to her but Adriana smiled and said that maybe next time we could try it with a woman. She said she has had this fantasy for more than fifty years and she is finally ready to try it. I smiled back and said that'd be fine by me! Let me tell you, that would be worth waiting fifty years for!





Lacey Westin is trying to get into movies. She's gone from 16mm to high def dvds. Now she's ready for whatever it takes to get that big break and we're here to oblige.

"I'm ready for my



close-up!



Lucy is showing her wild side for the camera. She's ready to stuff her moist cunt with anything at hand. She wishes it would be a nice big fat cock that she could wrap her mouth around.







*Her ass is beautiful and inviting. She
likes it slapped, licked and fucked hard.
She wants yours. Can you handle it?*









*She loves it when her ass is slapped. She
loves getting fucked from behind. She'd
love to do it in front of the camera!*





A woman with dark, curly hair is posing in a white bikini. She is looking over her shoulder at the camera. The background is a simple indoor setting with a white wall and a wooden floor.

Ronda

IS IN THE
MARKET FOR
A GOOD FUCK.
SHE LOVES
TO SUCK
COCK AND TO
GO DOWN ON
GIRLFRIENDS
TOO. YOU GO
GIRL.



FOR ME,
SEX IS
LIKE A
BUFFET.
I WANT
MY CAKE
AND TO
EAT IT
TOO. IF
THERE
ARE NO
MEN TO
FUCK, I
WANT A
WOMAN.
SO THAT
WAY, I'M
ALWAYS
HAPPY.





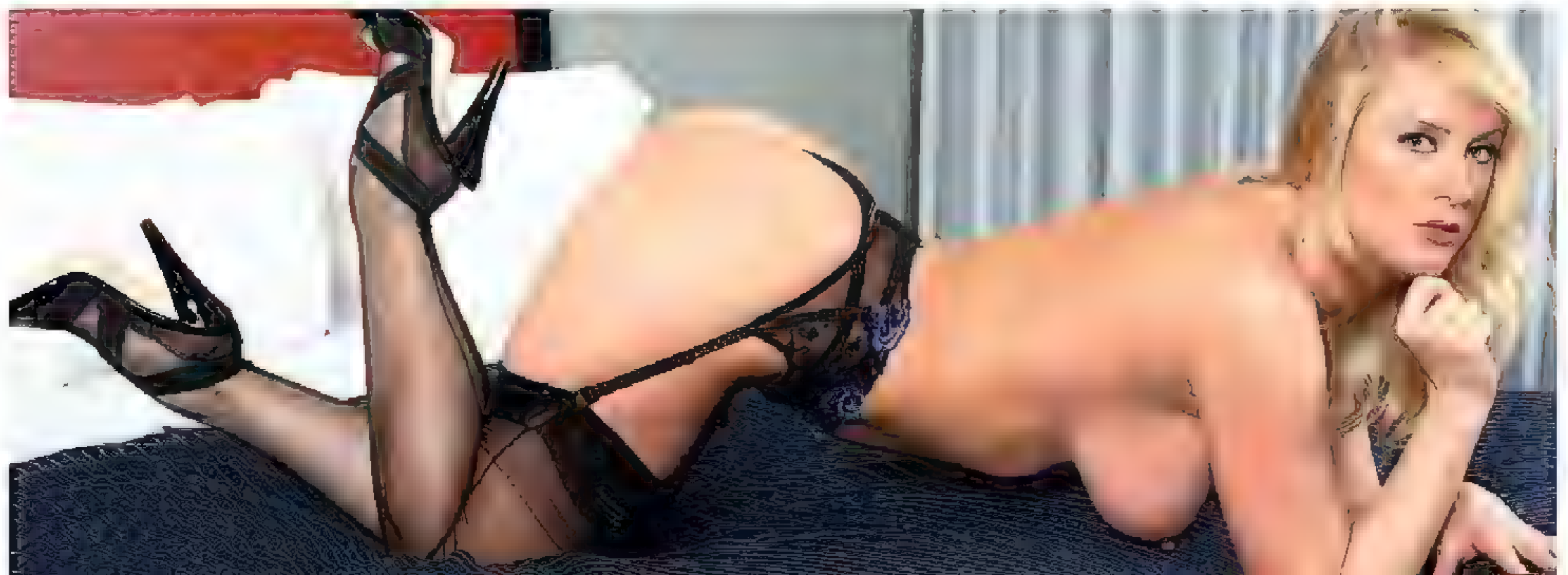




bethany sweet

**I WANT TO SAMPLE
YOUR SWEETNESS!**

Bethany Sweet is the type of complicated woman who can be difficult to summarize. You see, we can easily see she's beautiful. Yes, indeed, the 5'8", 36D-26-37, All-American 'Heinz 57' woman is a blond bombshell. And, let's just state the obvious: every single one of us would kill to get naked with her and have our way! Okay, now that the obvious is out of the way; let's investigate some of Bethany's complexity.







[illegible]

**"At times I
simply love
riding my
guy cowgirl."**





In addition to Bethany's beauty and intellectual talents...it's also refreshing to see that she has a marvelously-positive, life philosophy. Bethany says, "I love to live life. I enjoy new opportunities and meeting new people. I am always working to improve myself, mentally and physically. I am very feminine and womanly." Bethany, I'd say that you've done a spectacular job of improving yourself physically! And, you like to meet new people? Well, we'd like to meet you! In the meantime, you bet we're going to enjoy getting to know you through this pictorial.

Best of luck beautiful Bethany!



**“Multiple
orgasms
is heaven
on earth.”**



You have something to say to us?

We have some satisfied readers, and some not so much, but all are welcome to let us know what they think!

UPSIDE-DOWN 69?

I'm writing to give you guys kudos for the sizzling pictorial of Kitten and Vanessa (Black Booty. Vol. 22). Man those two bitches are the bomb. I've seen them in pornos, but never in a magazine. How did you do it?



Those boobs of Vanessa are huge and tight. And they look real. Kitten is more like a tiger. She has the longest tongue I've ever seen on a girl. And man, what a great face. She looks like she could eat me up alive. That white dude sure is lucky. First the do each other and then they do him. Man, I came twice just looking at those photos. You got any more of them? You gonna do any more three-ways in your mag? If you're counting votes, count me in. When's the next issue coming out?

— Damen, San Diego

Damen, let's just say it's our little secret. Actually, a still photographer

approached us with the photo set and we took them immediately. These are all never-before-seen photos, in any magazine or website. So enjoy.

— Ed

GIRLS AND THEIR TOYS

I'm a healthy thirty year-old guy who has a problem getting up. I don't know if it's a medical thing, but I've lost it. I use to jack off a lot when I was younger, but they say that shouldn't matter. Looking at girlie mags and pornos help, and writing letters helps too, but nothing is better than a girl shoving a dildo into her pussy. Since I can't relate to cocks in the flesh, the colored plastic cocks are a much bigger turn on for me. Not even the fleshy dildos turn me on, but if it's red or blue or black, I can get hard. When I picked up your magazine and saw that girl sticking a red dildo into her pussy and then that shot of her pushing it into her ass all bent over like a pretzel with her pussy inches from her face. Man I loaded one up and shot it out. Keep up the good work, because that was the best money I've spent in a long time.

— Warren, Toledo

We like to see you putting your hard earned money to good use. Your erection problem could just be mental. Go get yourself a bad girl and see what she can do you for you.

— Ed

RISKY BUSINESS, TOO!

OK. I have just ten minutes to write this letter. I just got on the "el" at Belmont Ave. headed for the Loop. OK. I'm a banker on La Salle Street. Because of the recession, our firm cut thirty people and I've had to pick up a lot of their work. Last nite I was working late with a few other people. When we finished, Sheila and I went to the station as we always do. On the way home, her stop is one past mine. OK. So the train pulls up and we get in. It's about 9:30 pm and there are several people on it. Mostly business people who were probably

down my zipper!!! OK. I'm all soft and such, but within a minute I'm all hard. She is looking forward as if nothing is going on, but her hand is working my dick pumping the shaft as if the world was ending. I don't have time to tell you about fantasizing a scene like this or how hot I am for Sheila. So I have to just tell you what she did. OK. I take my eyes from the view because we have gone into a tunnel. The train lights flicker, but Sheila just keeps pumping. Soon we surface at North Ave. and my stop is just a few away. She changes her grip to use her nails. She pinches me and



working late, too. We find a couple seats together and plop down, Drop our briefcases to the floor and settle back to look out the window. OK, the train pulls out and Sheila grabs the Chicago Trib as if to read it. She opens it up and puts it over my lap. I ask her what's going on and she tells me to keep looking out the window. I oblige when I realize she is pulling

slides them up and down the shaft, letting her index finger poke my balls thru the fabric. OK. Next stop is Diversey and I'm about to pop. A couple exiting the train slow down to look at us. I think they know what was going on but went out the exit. That blew my concentration and we lost the rhythm. Next stop Belmont and I won't finish in time. I see the stop's sign out the window and

You have something to say to us?

We have some satisfied readers, and some not so much, but all are welcome to let us know what they think!

I look at her saying I have to go. She tells me to stay seated and continues to pump me. So after the doors close and I miss my stop, within a few minutes I force myself to cum. Which I do into the newspaper. She quickly folds it up and gets up to leave as the train pulls to her stop. I'm left with my dick hanging out, but I quickly shove it back in and zip up. Ok, I look up to see her hit the platform and the doors close behind her. I missed her stop too. OK. Now I just looked up and have missed my exit this morning. Looks like I'm going to be late for work, but at least I got this letter out to you.

— Bailey, Chicago

I LOVE LESBIANS

I saw your magazine on the newsstand with Kitten and Vanessa on the cover and had to pick it up. I thought that was great shot of the two of them, and kinda unusual for a porno mag. Usually it's one girl or if it's more than one, they are just standing there. With yours, there is a rapport with the two girls and it carries on into the inside. I could have done without the guy and just done pictures of the two girls. They are so hot and the piercings are really kinky. I would have loved to been there during their shoot because it looked like a lot of fun and they seemed like they were really into each other. Give us more girl-girl shoots where the girls are into each other. Most of

the time the shoots look like they are there just to go through the motions and don't really like to eat pussy. I don't buy those mags.

— Orlando, Raleigh

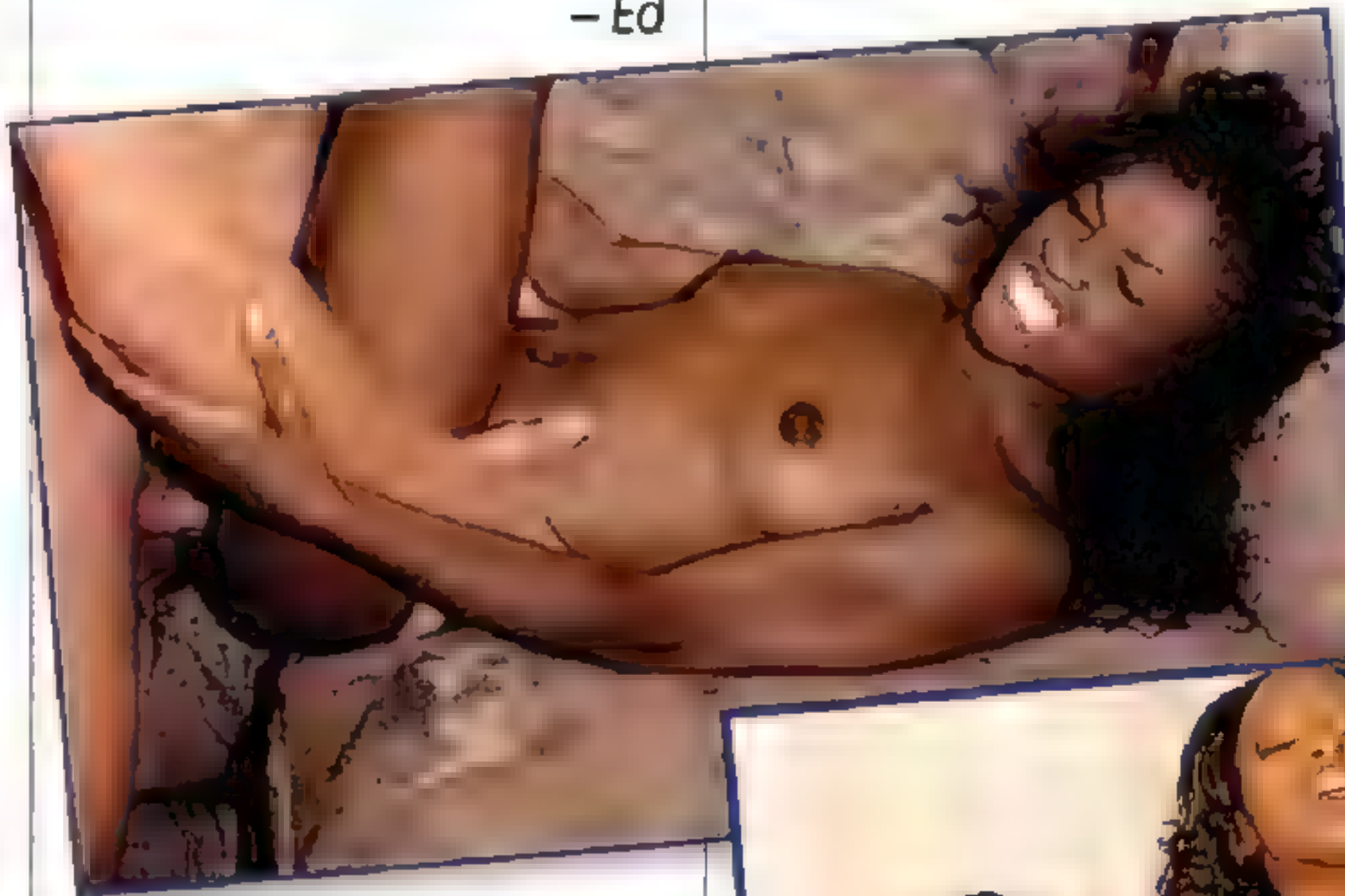
Thanks Orlando. We love lesbians, too. They make our day. Stay in touch and you'll be seeing plenty pof hot girl-on-girl action in upcoming issues.

— Ed

And I like how she always took it in the ass. In real life, most girls don't want to get fucked there, but Monique would just reach back and pull her asshole open and let the guy shove it in. that's the kinda girl I want. I've enclosed a picture of myself and a return envelope for her to write to me.

— Charles, Boston

their pussy hair is soft and silky when they have it. A black girl's is a bit kinkier and so I have all my girls shave their pussies. I don't want my tongue getting raw from licking, because I like to hang there a long time. Unlike those two, I have never been with a girl who has pierced labia. I was thinking of doing it to mine but never met anyone with it so I could not ask if it hurt or not and what sex felt like with it. Now that I see Kitten and Vanessa with piercings, I may just give it a try. They have their tongues and labia pierced and it hooks HOT! I would love to meet a black girl with a smooth pussy, pierced tongue and



MONIQUE RETURNS

Hey dudes, thank you for bring back Monique, even is she is with a white dude. I've been a big fan of hers for years and then she kinda disappeared, I miss her in the movies because she brought an energy that many performers did not bring. And she would do anything. She was the baddest bitch on the set and really knew how to fuck and suck. I also liked the fact that she was a small girl. I'm into small girls because you can man-handle the. Pick them up, turn them over. Do an upside-down 69. That was something I first saw Monique do in a move and



TO PIERCE OR NOT TO PIERCE

I loved your pictorial of Kitten and Vanessa. I'm a twenty-one year old black lesbian and I love girls. Having sex with them, that is. And black girls are my faves. They really know how to get into sex, but they can be bitchy too. I've slept with some white girls and I have to admit that

pierced lips. Know anyone out there? I'm in college in the middle of Nebraska and there aren't very many black girls, let alone black lesbians, let alone pierced, too. I graduate in a few months and don't want to move but I may have to because my sex life needs more variety. So, please give them my cell number. Discreetly, of course.

— Leandra, Nebraska



Shaving Grace

*A close look
at a close shave*







The lifter is cold and soft. I like the way it smells and feels on me. My pussy feels great. The shave has made my labia lips single!











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Would you like to fuck it? Would you like to fuck it? Yes?

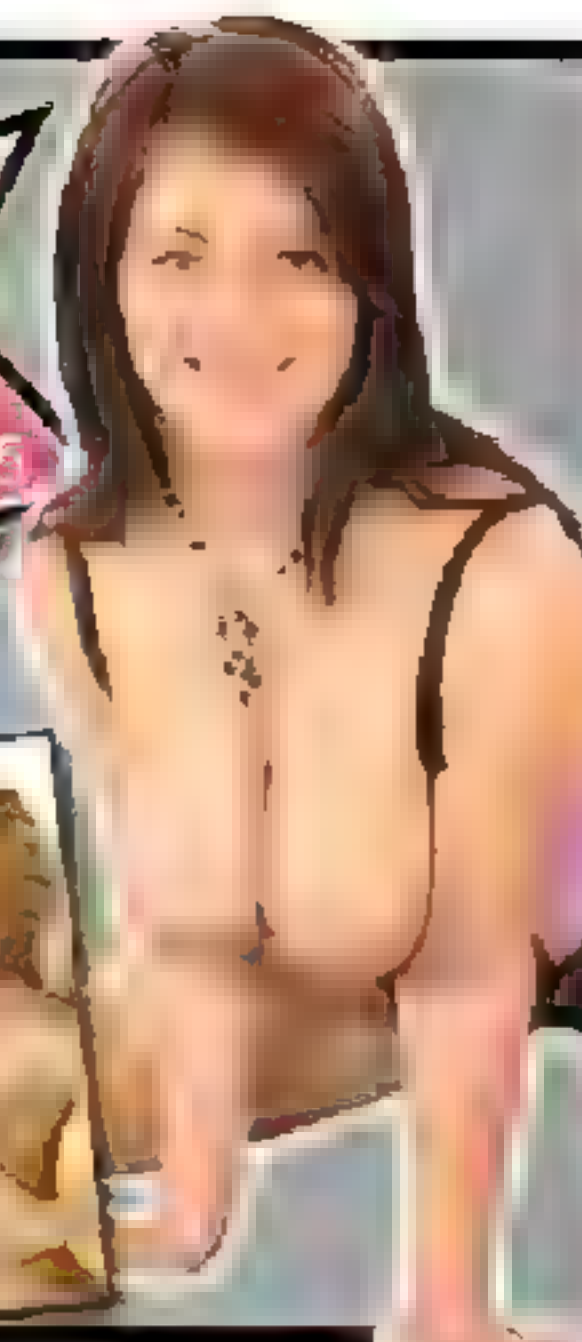
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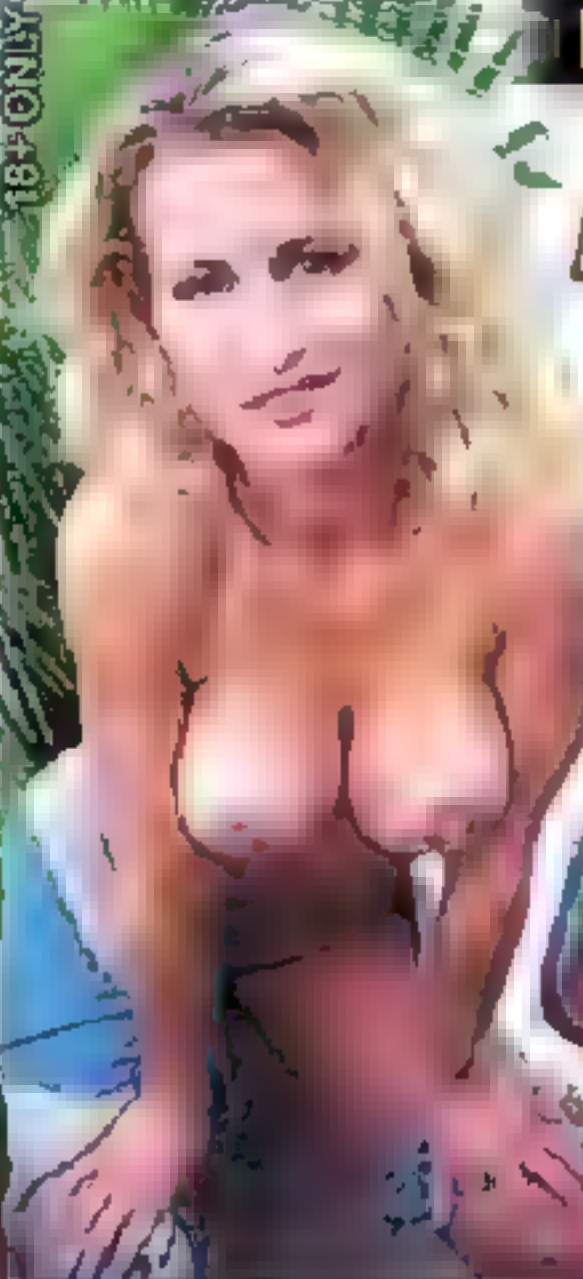


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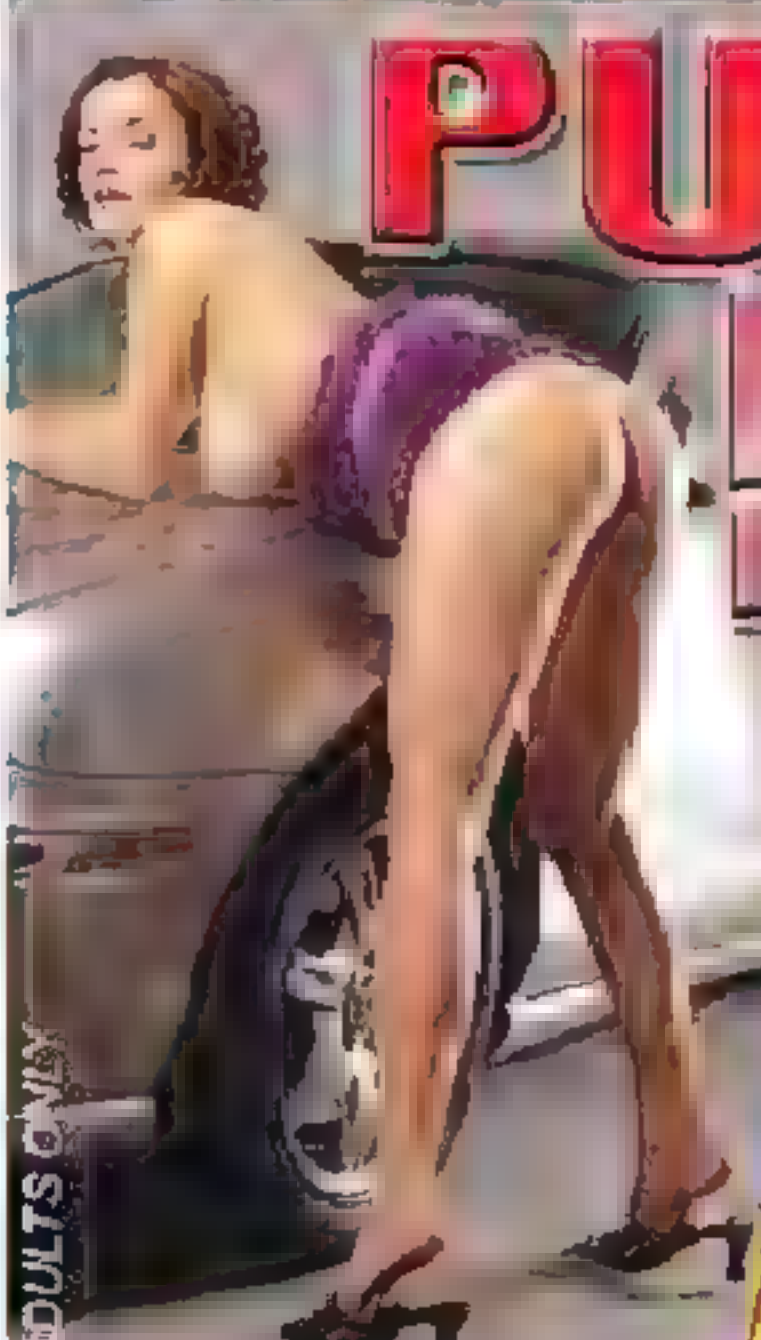
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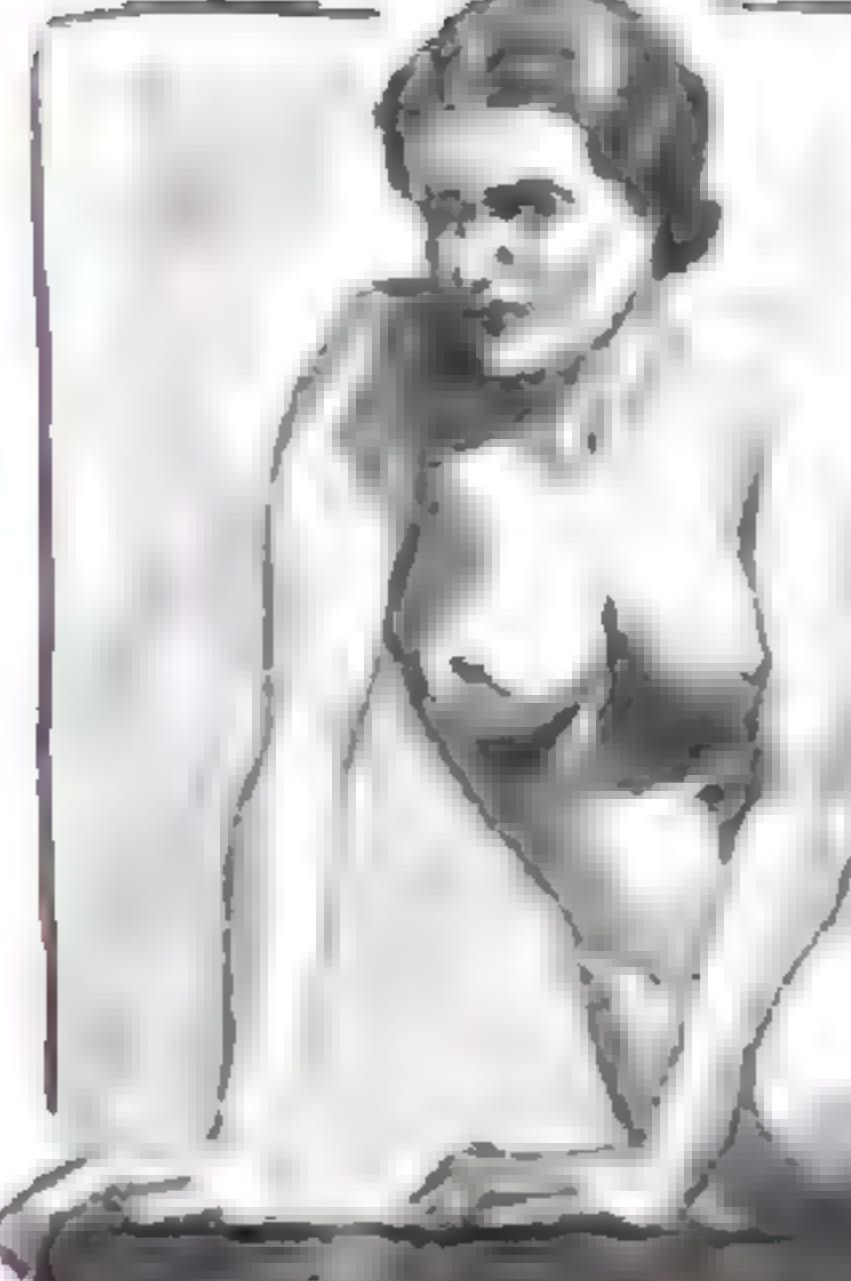
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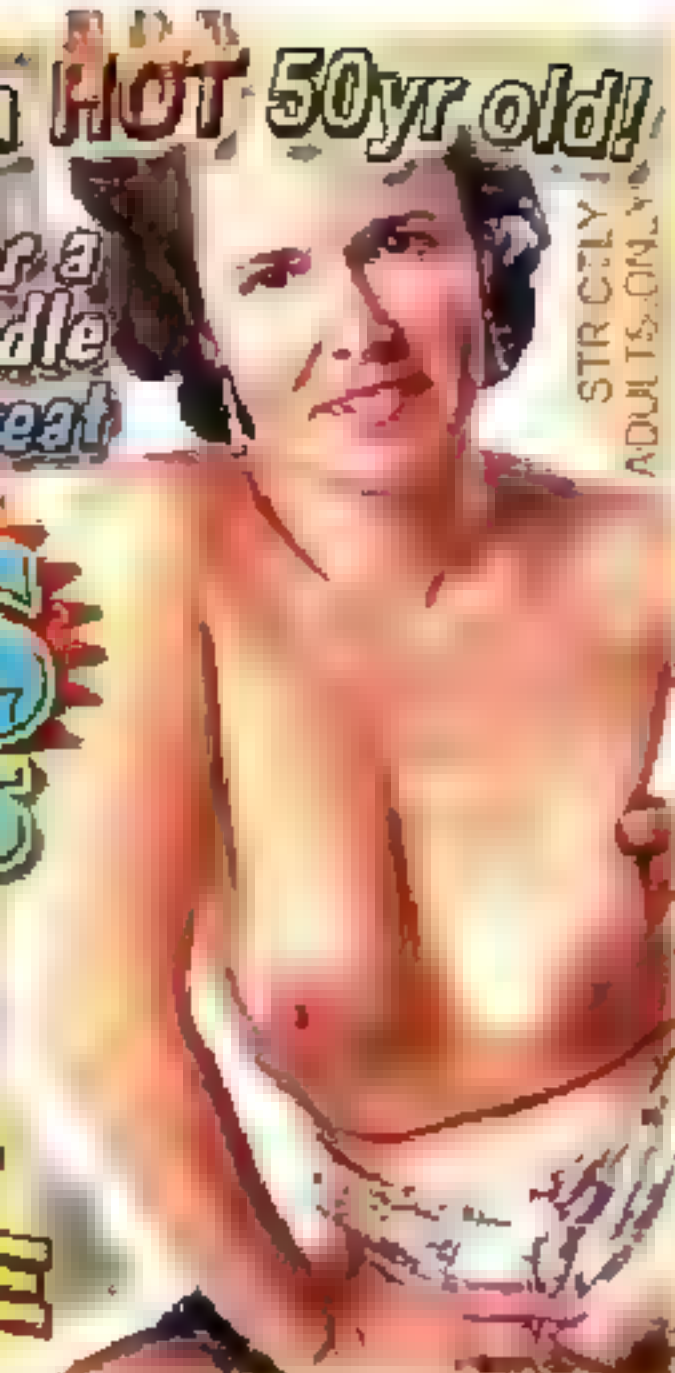
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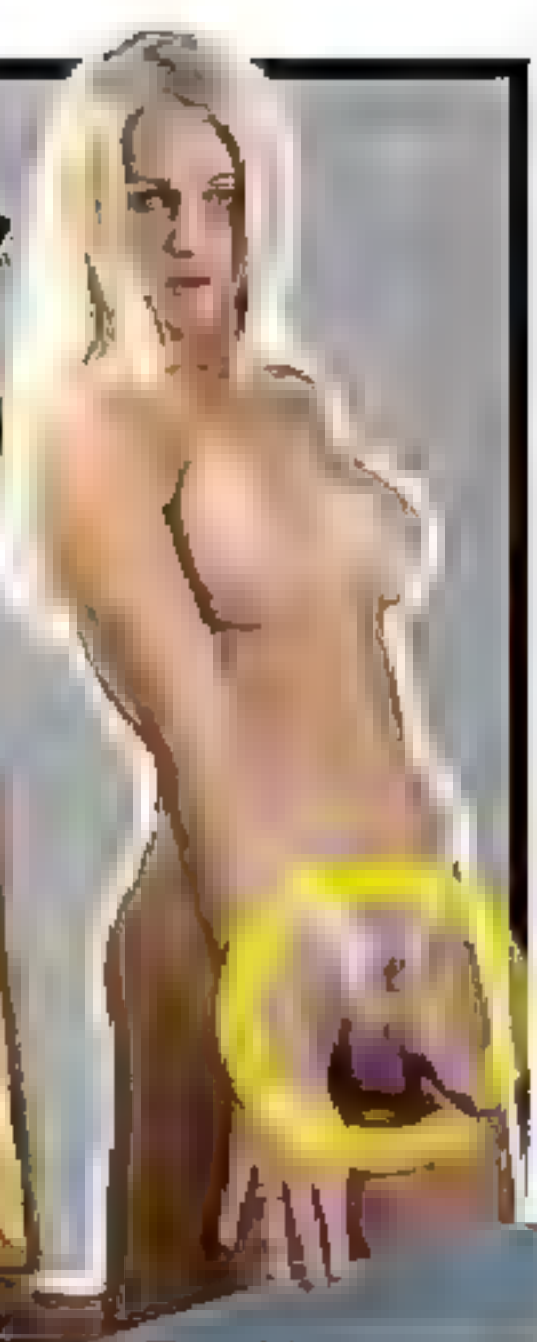
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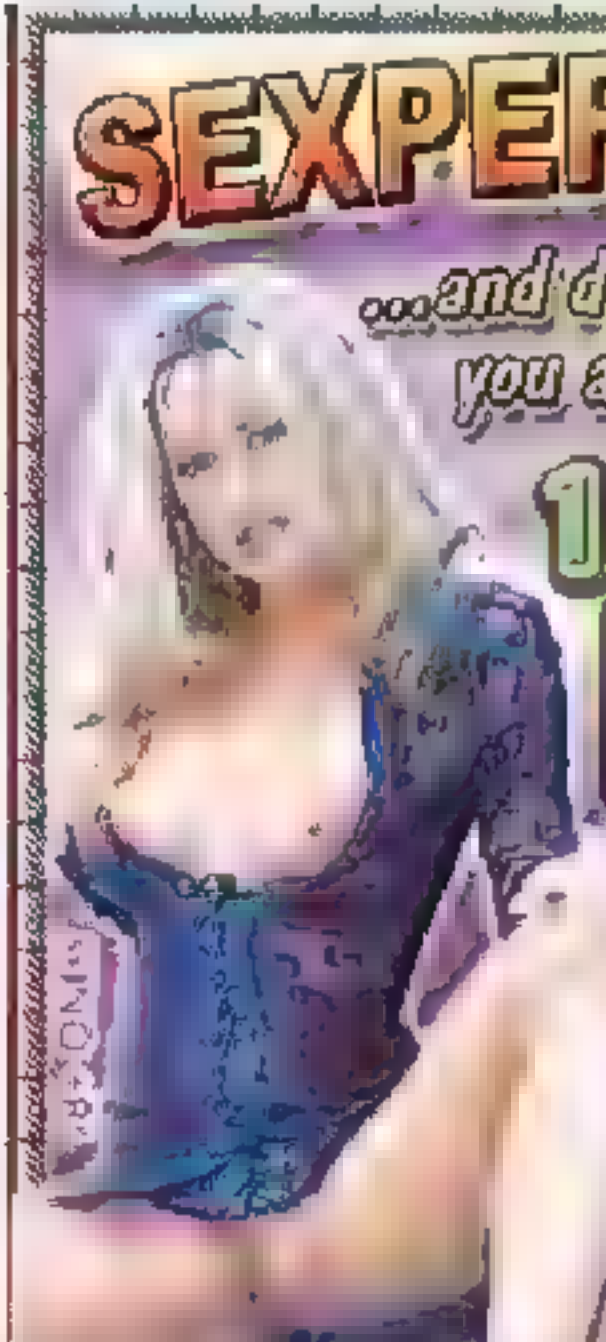


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Aphro Dietie



Welcome to my blog. I got such a great response on my first one that I had to tell you this little story...



→ Hi guys I'm back again with a little something to share with you. Last week while chillin' in the Jacuzzi at my condo, two cute dark haired Asian girls asked if they could join me. Of course I said yes.

They introduced themselves as Suki Mi and Suki Eu with that cute little giggle that they do. As they got into the bubbling warm water, I couldn't help but notice how beautiful and tan their skin was. We all laid our heads back to enjoy the sounds and smell of the jacuzzi. I could see the sun through the trees beginning to set. As we made small talk, I learned they were nursing students, and had just recently moved into the building. I listened as the two girls talked, and watched as they began to get more comfortable in the water. After about fifteen minutes Suki Mi took off her bikini top and Suki Eu asked me to help her unhook the back of her one-piece. She backed into me to make it easier, and as I reached up to unhook her, I caught her giving a little wink and smile to Suki Mi. I watched as the water swayed back and forth and bubbled all over their beautiful nipples. As we talked more about their studies, we all let our legs float in the water, touching each other occasionally in between laughs and giggles.

By now I felt extremely comfortable with the two girls, they watched as I took off my bikini top and bottom. Slowly the conversation changed to personal questions. How old are you? Do you have a boyfriend? Do you like girls? In between Q&A we kissed and touched and caressed each others breasts. It all felt so good in the warm bubbles of the water. Suki Eu and I watched as Suki Mi backed her ass up against the strong force of the Jacuzzi's jets.

→ So here I am in the Jacuzzi with two hot, and very wet, Asian girls, each firmly attached to one of my nipples. I let this go on for a few minutes...

I knew it felt good on her ass and pussy because I have done the same before. I put my hand in the water and went over to Suki Mi and touched her pussy through her soaking wet swimsuit. Her pussy felt so nice and warm. I could feel her clit through the skimpy fabric. As I did, Suki Eu put her hands on my breast. After a bit more fondling, I took off their bikini bottoms so we were all completely stark naked! Suki Eu lifted herself out of the water and sat on the edge

of the jacuzzi. I was face to face with her bare pussy. I began to lick her beautiful stuff as Suki Mi fingered me under the darkness of the water. My tongue split her labia and found it's mark, that sweet little clit. Suki Mi's fingers were doing the same to me. They probed down there until they found their mark. It stood up to meet her touch. I think my clit was probably as large as both of their's put together. As I buried my face into Suki Eu's pussy, I felt Suki Mi dip under the water, open my legs and go under for an underwater licking.

The warmth of the water and the warmth of her tonguing was too much for me. I began to lick Suki Mi harder and harder as I began to come. She pulled my head deeper into her sweetness and as she came, she squirt her pussy juices onto my face. Wow! That had never happened to me before with a girl. Guys, yes! For some reason, they love to cum on my face. Maybe because I have such a pretty face and they want to see their cum on it?

→ Anyway, Suki Mi's cumming and squirting made me cum, too. Suki Eu came up for air, but did not miss a beat when she saw Suki Mi beginning to suck on one of my nipples. Her mouth sought the other one and in unison, began a rhythmic sucking and licking that made it seem like they had done this before. I did not mind, because now they were doing it to me. So here I am in the Jacuzzi with two hot, and very wet, Asian girls, each firmly attached to one of my nipples. I let this go on for a few minutes, giving out little groans of pleasure as they worked it. Then I took each by the hair and pulled them off my breasts. I pushed their heads together firmly but softly until their little noses were

touching. I told them to start kissing each other because I wanted to watch. A moment later we heard someone coming down the patio. The two girls quickly stopped, got up, grabbed their swimsuits and ran away. I watched their cute white asses disappear as this guy came over to the Jacuzzi and said he had been watching from his window and thought he might come and join us. I told him he had ruined my fun. He apologized and said he was fun, too. Think I'll find out!

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